

Revere Smelting & Refining Corporation

April 3, 2003

Mr. Lance R. Richman, P.G.
Emergency and Remedial Response Division
U.S. Environmental Protection Agency
290 Broadway, 19th Floor
New York, New York 10007-1866

Re: Request for Information Pursuant to 42 U.S.C.
Section 9604, *et seq.*, Diamond Alkali Superfund Site,
Passaic River Study Area

Dear Mr. Richman:

This is in response to Kedari Reddy's February 6, 2003 letter addressed to Mr. Finn which was received on February 14, 2003.

As a first matter, the letter to Mr. Lospinosa of August 20, 1996 appears never to have been received. Revere's corporate offices were moved from 1111 Mockingbird to 2777 Stemmons in June of 1994. Although mail is usually forwarded, it is not surprising that forwarding orders are invalid or ineffective after one year. In any event, we apologize for not responding to the August 20, 1996 request for information and want to assure you that it was not deliberate.

Having said that, we will attempt to respond to the questions raised by the August 20, 1996 letter today as we would have in 1996. The following responses relate only to Revere's operations at the facility during the 1970-1972 period described. Revere has found no documentation with respect to any fact incident or occurrence described in this Response.

RESPONSES TO REQUEST FOR INFORMATION

1) How long has your company operated at the facility designated above? If your company no longer operates at this facility, during what years did your company operate at the facility?

Response: *Revere Smelting & Refining Corporation ("Revere") is a wholly-owned subsidiary of RSR Corporation ("RSR"). Both Revere and RSR are Delaware corporations. For approximately two and one-half years, from April 1970 until December*

AN **RSR** CORPORATION

2777 Stemmons Freeway/Suite 1800/Dallas, Texas 75207
Telephone: (214) 631-6070/Telex: 213-760/Fax: (214) 631-6146

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1972, Revere operated a secondary lead smelter with an address of Avenue P in Newark, New Jersey.

- 2) a) Does your company have or has it in the past had a permit or permits issued pursuant to the Resource Conservation and Recovery Act, 42 U.S.C. § 6901, *et seq.*? If "yes," please provide the years that your company held such a permit and its EPA Identification Number.

Response: Revere had all necessary permits to operate during 1970-1972.

- b) Does your company have or has it in the past had a permit or permits issued pursuant to the Federal Water Pollution Control Act, 33 U.S.C. § 1251, *et seq.*? If "yes," please provide the years that your company held such a permit.

Response: See answer to (2)(a).

- 3) Did your company receive, utilize, manufacture, discharge, release, store, or dispose of any materials containing the following substances:

	Yes	No
2, 3, 7, 8 tetrachlorodibenzo-p-dioxin or other dioxin compounds		X
Acids	X	
If "yes," please list specific acids.		
Battery (sulfuric) acid H ₂ SO ₄		
Benzene		X
Chlorides		X
If "yes," please specify the compound		
Ethyl benzene		X
Polyaromatic Hydrocarbons		X
If "yes," please list specific compounds.		
Toluene		X
Xylene		X
PCBs		X
Arsenic	X	
Cadmium	X	
Chromium		X
Copper	X	

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	Yes	No
Lead	X	
Mercury		X
Nickel		X
Silver		X
Zinc		X
Cyanide		X

- 4) a) Provide a description of the manufacturing processes for which all hazardous substances, including, but not limited to, the substances listed in response to item (3) were a product or by-product.

Response: *Revere reclaimed scrapped lead-acid automobile batteries, and recycled them into lead and lead alloys. Battery manufacturers shipped their waste/used automobile batteries, industrial batteries, battery plates, and scrap lead to Revere, and Revere reclaimed the metal for return to the battery manufacturers. Metal values from the batteries were processed and refined. Revere had one battery wrecker which separated metal values from the battery cases and the battery acid; a blast furnace which smelted metal values into bullion and slag; and a refinery which produced specification lead alloys.*

- b) During what parts of the manufacturing processes identified in the response to items (4)(a), above, were hazardous substances, including, but not limited to, the substances listed in response to item (3) generated?
- i) Describe the chemical composition of these hazardous substances.

Response: *Lead dust (PbO), lead oxide, and other lead compounds which was sold to companies in Japan and battery acid (H_2SO_4) which was neutralized and discharged.*

- ii) For each process, what amount of hazardous substances was generated per volume of finished product?

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Response: *On the basis of Revere's present recollection, a very small amount.*

iii) Were these hazardous substances combined with wastes from other processes? If so, wastes from what processes?

Response: *No.*

5) Describe the methods of collection, storage, treatment, and disposal of all hazardous substances, including, but not limited to, the substances listed in response to item (3) and (4). Include information on the following:

a) Identify all persons who arranged for and managed the processing, treatment, storage, and disposal of hazardous substances.

Response: *Albert P. Lospinoso, Howard M. Meyers, John A. De Paul, and Arno Boritzer.*

b) If hazardous substances were taken off-site by a hauler or transporter, provide the names and addresses of the waste haulers and the disposal site locations.

Response: *Revere has no recollection of anything being taken off-site or to a disposal location.*

c) Describe all storage practices employed by your company with respect to all hazardous substances from the time operations commenced until the present. Include all on-site and off-site storage activities.

i) If drums were stored outside, were the drums stored on the ground or were they stored on areas that had been paved with asphalt or concrete? Please provide a complete description of these storage areas.

Response: *Battery acid (H_2SO_4) was stored in a staging tank. Lead dust (PbO) was stored on site, in tanks and drums and then in a surface impoundment. Drums were stored on a paved area.*

ii) When drums were stored outside, were empty drums segregated from full drums?

Response: *Yes.*

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d) What processes do you use to treat your waste? What do you do with the waste after it is treated?

Response: *See prior responses. Battery acid was neutralized and discharged.*

6) a) For process waste waters generated at the facility which contained any hazardous substances, including, but not limited to, the substances listed in response to item (3) and (4):

i) Was the waste stream discharged into a sanitary sewer and, if so, during what years?

Response: *No, not during 1970-1972.*

ii) Were they treated before being discharged to the sanitary sewer and, if so, how? Please be specific.

Response: *Not applicable.*

iii) If the waste waters were not discharged to the sanitary sewer, where were they disposed and during what years.

Response: *During 1970-1972, discharges were to a small storm sewer.*

iv) Please provide the results of any analyses performed on any waste process streams generated at the facility.

Response: *No analyses or records are available. The operations ceased over thirty years ago [and were relocated to New York state], and no records have been retained or found that might have been sources of answers.*

b) For floor drains or other disposal drains at the facility:

v) Did the drains connect to a sanitary sewer and, if so, during what years?

Response: *Not applicable to 1970-1972.*

vi) If the floor drains or other disposal drains at the facility were not discharged to the sanitary sewer, where did they discharge and during what years?

Response: *Not applicable to 1970-1972.*

c) i) Did any storm sewers, catch basins, or lagoons exist at any time at the facility and, if so, during what years?

Response: *During 1970-1972, there were surface impoundments that people may have called lagoons. There were storm sewers.*

ii) If catch basins or lagoons existed, were they lined or unlined?

Response: *The surface impoundment was not lined.*

iii) What was stored in the lagoons?

Response: *Not applicable. The surface impoundments stored processed solids from scrubber operations. Solids were eventually sold to Japanese companies.*

iv) Where was the discharge from any of these structures released and during what years? Was this discharge treated before its release and, if so, how and during what years? What was the chemical composition of any waste waters released, and during which years?

Response: *There were no discharges.*

d) EPA has information regarding the existence of a 10-inch concrete pipe that extended from your facility to Plum Creek. Please provide details about the system for which this is the discharge outlet and the nature and the composition of the material that was discharged through it.

Response: *Revere has no recollection of a 10-inch pipe, but rainwater, surface waters, and treated sulfuric acid were discharged into the creek adjacent to the facility.*

e) Please supply diagrams of any waste water collection, transport or disposal systems on the property.

Response: *No records available to respond.*

- 7) a) For each hazardous substance, including, but not limited to, the substances listed in response to item (3) or identified in the responses to item (4), above, provide the total amount generated during the operation of the facility on an annual basis.

Response: *To the best of its recollection, Revere manufactured 24 thousand tons of finished lead annually, 18 thousand tons of which came from scrap metallic lead, 3 thousand tons from whole batteries, and 3 thousand tons from battery plates. (All numbers are estimates.)*

- b) Were any hazardous substances, including, but not limited to, the substances listed in response to item (3) or identified in the responses to item (4), above, disposed of or discharged into the Passaic River or a tributary to the Passaic River, including, but not limited to, Plum Creek? If yes, identify the hazardous substances, estimate the amount of material discharged to or disposed of in the Passaic River and the frequency with which this discharge or disposal occurred. Also please include any sampling of the river which you might have done after any discharge or disposal.

Response: *Battery acid was neutralized and treated acid discharged into the creek next to the facility. Revere has no memory of the name of the creek.*

- 8) a) Please identify any leaks, spills, explosions, fires, or other incidents of accidental material discharge that occurred at the facility during which or as a result of which any hazardous substances, including, but not limited to, the substances listed in response to item (3) or (4) were released on the property, into the waste water or storm drainage system at the facility or to the Passaic River. Provide any documents or information relating to these incidents, including the ultimate disposal of any contaminated materials.

Response: *There were sudden and accidental occurrences involving leaks, spills, etc. One remembered is the burning of a stack which caused process waters to be discharged on the ground. There is no documentation.*

- b) Please provide the results of any sampling of the soil, water, air, or other media after any such incident and before and after clean-up. Please provide in this information all sampling performed for or by NJDEP.

Response: *Not applicable.*

- 9) a) Was your facility ever subject to flooding? If so, was the flooding due to:
- i) overflow from sanitary or storm sewer back-up, and/or
- ii) flood overflow from the Passaic River?

Response: *Yes. Revere does not know what caused the flooding.*

- b) Please provide the date and duration of each flood event.

Response: *There were many incidents of flooding during the 1970-1972 period, but Revere is unable to recall precisely when they occurred.*

- 10) a) Please provide a detailed description of any civil, criminal, or administrative proceedings against your company for violations of any local, State, or federal laws or regulations relating to water pollution or hazardous waste generation, storage, transport, or disposal. Provide copies of all pleadings and depositions or other testimony given in these proceedings.

Response: *None. Available records or personnel are unable to describe or recall any civil proceedings involving Revere during the 1970-1972 period. There were no criminal proceedings for violations of state or federal laws during the same 1970-1972 period.*

- b) Please provide a copy of the Administrative Order to Abate Water Pollution, dated August 15, 1969, issued to Revere Smelting and Refining Company. Provide details relating to the violations leading to the issuance of this Order and all steps taken to eliminate the violations.

Response: *No such Administrative Order is recalled or copy found.*

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11) Provide a copy of each document which relates to the generation, purchase, use, handling, hauling, and/or disposal of all hazardous substances, including, but not limited to, the substances listed in response to item (3) or (4). If you are unable to provide a copy of any document, then identify the document by describing the nature of the document (e.g., letter, file memo, invoice, inventory form, billing record, hazardous waste manifest, etc.). Describe the relevant information contained therein. Identify by name and job title the person who prepared the document. If the document is not readily available, state where it is stored, maintained, or why it is unavailable.

Response: None available.

12) a) Did you or anyone else sample the soil, ground water, surface water, ambient air, or other environmental media at the facility for purposes other than those identified in questions above?

Response: No.

b) If so, please provide all other documents pertaining to the results of these analyses.

Response: Not applicable.

13) a) Has your company owned the facility at the location designated above? If so, from whom did your company purchase the property and in what year? If your company subsequently sold the property, to whom did your company sell it and in what year? Please provide copies of any deeds and documents of sale.

Response: No.

b) If your company did not own the facility, from whom did your company rent the facility and for what years? Please provide copies of any rental agreements.

Response: The Housing Authority of the City of Newark, 1970-1972. Unable to locate "rental agreements."

c) To the extent that you know, please provide the names of all parties who owned or operated the facility during the period from 1940 through the present. Describe the relationship, if any, of each of those parties with your company.

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Response: See response to 14(i).

14) Answer the following questions regarding your business or company. In identifying a company that no longer exists, provide all the information requested, except for the agent for service of process. If your company did business under more than one name, list each name.

a) State the legal name of your company.

Response: *Revere Smelting & Refining Corporation*

b) State the name and address of the president or the chairman of the board, or other presiding officers of your company.

Response: *Robert E. Finn
President
Revere Smelting & Refining Corporation
2777 Stemmons, Suite 1800
Dallas, Texas 75207*

c) Identify the state of incorporation of your company and your company's agent for service of process in the state of incorporation and in New Jersey.

Response: *Delaware:*

New Jersey:

*Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19501*

None

d) Provide a copy of your company's "Certificate of Incorporation" and any amendments thereto.

Response: See the attached copy of Revere's Certificate of Incorporation.

e) If your company is a subsidiary or affiliate of another company, or has subsidiaries, or is a successor to another company, identify these related companies. For each related company, describe the relationship to your company; indicate the date and manner in which each relationship was established.

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Response: *Revere is a wholly-owned subsidiary of RSR Corporation. See also response to 14(h).*

f) Identify any predecessor organization and the dates that such company became part of your company.

Response: *See response to 14(i).*

g) Identify any other companies which were acquired by your company or merged with your company.

Response: *See response 14(e), (f), (g), and (h) below.*

h) Identify the date of incorporation, state of incorporation, agents for service of process in the state of incorporation and New Jersey, and nature of business activity for each company identified in the responses to items (14)(e), (f), and (g), above.

Response to 14(e), (f), (g), and (h):

Revere was incorporated in Delaware on March 20, 1970 as Revere Smelting & Refining Corp. The company changed its name to Revere Smelting & Refining Corporation of New Jersey on December 1, 1971 and changed it again to Revere Smelting and Refining Corporation on November 5, 1992. Revere's Delaware registered agent is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware. Revere has one wholly-owned subsidiary, Hamlet Orange Properties Inc. and, itself, is a wholly-owned subsidiary of RSR Corporation, a Delaware corporation, incorporated on December 1, 1970 as Revere Industries; name changed to Revere Smelting & Refining Corporation on December 1, 1971 and again to RSR Corporation on March 20, 1972. RSR's Delaware registered agent is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware. RSR has a number of wholly-owned subsidiaries, including Revere. Neither RSR nor Revere have any New Jersey operations nor a registered agent. Revere operated a secondary lead smelting and refining facility from 1970-1972 in Newark. RSR provided management services to Revere during the same period.

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- i) Identify all previous owners or parent companies, address(es), and the date change in ownership occurred.

Response: See response to question 14. On or about April 14, 1970, Revere acquired certain assets in Newark from Revere Smelting & Refining Corp., a New Jersey corporation (Smelting), Revere Holding Corp. (Holding), also a New Jersey corporation, and four individuals who were shareholders of Smelting and Holding. Smelting and Holding had addresses of 387 Avenue P, Newark, New Jersey, but were not "previous owners or parents of Revere."

15) Provide the name, address, telephone number, title, and occupation of the person(s) answering this "Request for Information" and state whether such person(s) has personal knowledge of the responses. In addition, identify each person who assisted in any way in responding to the "Request for Information" and specify the question to which each person assisted in responding. Please include the names and addresses of former employees who were contacted to respond to any of the questions.

Response: John A. De Paul
Senior Vice President, Administration
RSR Corporation
2777 Stemmons, Suite 1800
Dallas, Texas 75207
214-631-6070
Personal knowledge

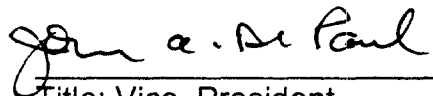
Albert P. Lospinoso
Retired
RSR Corporation
2777 Stemmons, Suite 1800
Dallas, Texas 75207
214-631-6070
Personal knowledge

Howard B. Myers
General Counsel and Secretary
RSR Corporation
2777 Stemmons, Suite 1800
Dallas, Texas 75207
214-631-6070
Assisted

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Very truly yours,



Title: Vice President

HBM/dlk

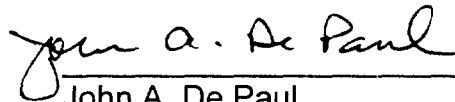
cc: Amelia Wagner, Assistant Regional Counsel
Office of Regional Counsel
U.S. Environmental Protection Agency
290 Broadway, 17th Floor
New York, New York 10007-1866

843220013

**CERTIFICATION OF ANSWERS
TO REQUEST FOR INFORMATION**

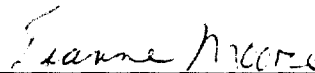
STATE OF TEXAS §
 §
COUNTY OF DALLAS §

I certify under penalty of law that, although I have executed this document, the information submitted in this document (response to EPA Request for Information) and all documents submitted herewith have been obtained, prepared, and assembled by others, and that, based on my inquiry of those individuals, I believe to the best of my knowledge that the submitted information is true, accurate, and complete and that all documents submitted herewith are complete and authentic unless otherwise indicated. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment. I am also aware that my company is under a continuing obligation to supplement its response to EPA's Request for Information if any additional information relevant to the matters addressed in EPA's Request for Information or the company's response thereto should become known or available to the company.



John A. De Paul
Title: Vice President

Sworn to before me this 3rd day of April, 2003.



Notary Public in and for the
State of Texas



843220014

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REVERE SMELTING & REFINING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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0746715 8300

AUTHENTICATION:

8195481

960334763

DATE:

11-18-96

State of Delaware
Office of the Secretary of State **PAGE 1**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "REVERE SMELTING & REFINING CORP.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MARCH, A.D. 1970, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8195715

843330001

DATE: 11-18-96

CERTIFICATE OF INCORPORATION

of

REVERE SMELTING & REFINING CORP.

1. NAME: The name of the Corporation is REVERE SMELTING & REFINING CORP.

2. Registered Office and Registered Agent: The location of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at this address is The Corporation Trust Company.

3. Purposes: The nature of its business or purposes to be conducted and promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. Capital Stock: The Corporation shall have the authority to issue a total of one million (1,000,000) shares of common stock of the par value of one cent (\$.01) each; all of such shares shall be of one class and shall be designated as Common Stock.

5. Incorporators: The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Howard M. Meyers	223 Milltown Road Springfield, New Jersey
Robert F. Ebin	575 Madison Avenue New York, New York 10022

6. By-Laws: The board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

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7. Meetings of Stockholders: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

8. Indemnification: Each person who is or was a director, officer, employee or agent of the corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the corporation as of right to the full extent permitted or authorized by the General Corporation Law of Delaware against any liability, cost or expense asserted against him in his capacity as a director, officer, employee or agent. The corporation may, but shall not be obligated to, maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

9. Amendment: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware,

hereby certify that the facts herein stated are true and
accordingly have set our hands and seals this 19th day of
March, 1970.

Witness:

Howard M. Meyers (L.S.)
Howard M. Meyers

Witness:

Robert F. Ebin (L.S.)
Robert F. Ebin

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

BE IT REMEMBERED, that on this 19th day of March, 1970, before me personally appeared HOWARD M. MEYERS and ROBERT F. EBIN, who I am satisfied are the persons named in and who executed the foregoing Certificate, and I having first made known to them the contents thereof, they severally did acknowledge that they signed, sealed and delivered the same as their voluntary act and deed respectively and that the facts therein stated are true.

GIVEN under my hand and seal of office the day and year aforesaid.

R. A. Cole

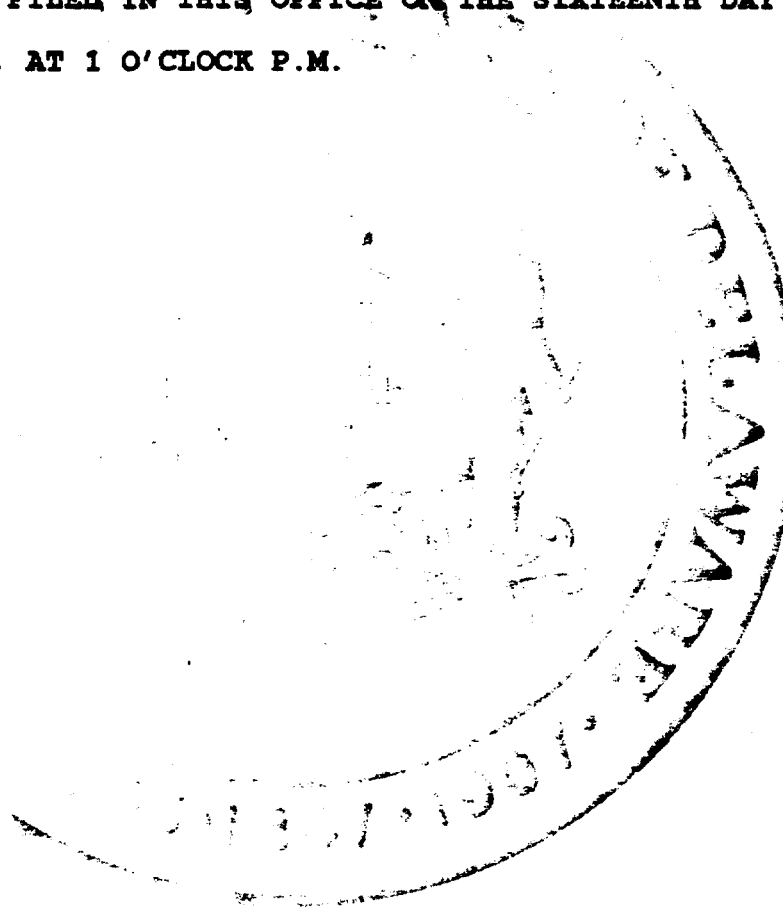
Notary Public

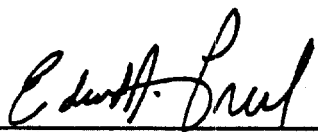
FRANK E. COLE
NOTARY PUBLIC, State of New York
No. 1534915
Qualified in New York County
Term Expires March 30, 1971



State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "REVERE SMELTING & REFINING CORP.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF APRIL, A.D. 1970, AT 1 O'CLOCK P.M.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 8195714

843330006

DATE: 11-18-96

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
REVERE SMELTING & REFINING CORP.

REVERE SMELTING & REFINING CORP., a
corporation organized and existing under and by virtue
of the General Corporation Laws of the State of Delaware,
DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of
said Corporation, by their unanimous written consent
in accordance with Section 141(f) of the General
Corporation Laws of Delaware and filed with said
Corporation on this 13th day of April, 1970, has adopted
resolutions proposing and declaring advisable and in
the best interests of said Corporation the following
amendment to the Certificate of Incorporation of said
Corporation, and recommended the adoption of said amendment
by the stockholders of said Corporation:

RESOLVED, that the Certificate of
Incorporation of the Corporation be
amended by renumbering Sections 8 and 9
thereof as Sections 9 and 10, respectively,
and inserting therein a new Section 8 which
shall be and read as follows:

8. Stockholder Vote Required
for Certain Action. The affirmative
vote of the holders of two-thirds
of the stock having voting power shall
be required for any merger of the
Corporation with any other corporation,
or for any sale, lease or exchange of
all or substantially all the property
and assets, including goodwill, of
the Corporation.

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SECOND: That in lieu of a meeting and vote of stockholders, the stockholders of said Corporation have given their unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Laws of Delaware, and said written consent was filed with said Corporation on the 13th day of April, 1970.

THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 242, 141(f) and 228 of the General Corporation Laws of Delaware.

FOURTH: That said amendments do not affect any change in the issued shares of said Corporation.

IN WITNESS WHEREOF, said REVERE SMELTING & REFINING CORP. has caused its corporate seal to be hereunto affixed and this Certificate to be signed by HOWARD M. MEYERS, its President, and ROBERT F. EBIN, its Secretary, this 13th day of April, 1970.

REVERE SMELTING & REFINING CORP.

By: Howard M. Meyers
Howard M. Meyers, President

By: Robert F. Ebin
Robert F. Ebin, Secretary

ATTEST:



State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "REVERE SMELTING & REFINING CORP.", CHANGING ITS NAME FROM "REVERE SMELTING & REFINING CORP." TO "REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 1971, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0746715 8100

960334729

AUTHENTICATION: 8195713

843330009

DATE: 11-18-96

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
REVERE SMELTING & REFINING CORP.

The undersigned, HOWARD M. MEYERS, being the President of REVERE SMELTING & REFINING CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That paragraph 1 of the Certificate of Incorporation of said Corporation be and it hereby is amended to read as follows:

"1. Name: The name of the Corporation is Revere Smelting & Refining Corporation of New Jersey"

SECOND: That the aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the written consent of directors of the Corporation pursuant to Section 141(f) of said law and by the written consent of stockholders in lieu of a meeting pursuant to Section 228 of said Law.

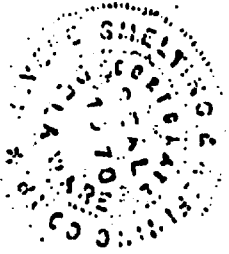
IN WITNESS WHEREOF, the undersigned has signed
this Certificate and caused the seal of the Corporation
to be hereunto affixed this 29th day of November 1971.

REVERE SMELTING & REFINING CORP.

By: Howard M. Meyers
Howard M. Meyers, President

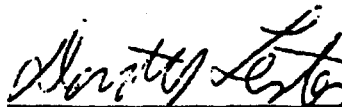
ATTEST:

Robert F. Ebin
Robert F. Ebin, Secretary



STATE OF NEW YORK)
 ss.:
COUNTY OF NEW YORK)

On the / 3th day of April, 1970 before
me personally came HOWARD M. MEYERS and ROBERT F. ERIN
to me known, who, being by me duly sworn, did depose
and say that they reside at 223 Milltown Road,
Springfield, New Jersey and 510 East 86th Street, New
York, N.Y., respectively; that they are the President
and the Secretary, respectively of REVERE SMELTING &
REFINING CORP., that the said certificate was acknowledged
to be their act and deed and the act and deed of said cor-
poration and the facts stated therein are true; that
they know
the seal of said corporation; that the seal affixed to
said instrument is such corporate seal; that it was so
affixed by order of the Board of Directors of said
corporation, and that they signed their respective
names thereto by like order.

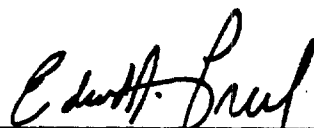

Notary Public

DOROTHY LETT
Notary Public, State of New York
No. 512
Qualified in New York City
Commission Expires March 30, 1971

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 1973, AT 10 O'CLOCK A.M.





Edward J. Freel, Secretary of State

0746715 8100

960334729

AUTHENTICATION: 8195712

DATE: 11-18-96

843330013

REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY,
a corporation organized and existing under and by virtue of
the General Corporation Law of the State of Delaware, DOES
HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of
REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY, held on
June 29, 1973, resolutions were duly adopted setting forth
a proposed amendment to the Certificate of Incorporation of
said Corporation, declaring said amendment to be advisable and
directing that the proposals be submitted to the stockholders
for unanimous consent pursuant to Section 228 of the General
Corporation Law of the State of Delaware. The proposed amend-
ment set forth in the resolutions is as follows:

First. Article 4 of the Certificate of Incor-
poration is hereby amended to read in its entirety
as follows:

"Capital Stock: The Corporation shall have
the authority to issue a total of one thousand
(1,000) shares of common stock of the par value
of one cent (\$.01) each; all of such shares
shall be of one class and shall be designated
as Common Stock."

Second. The number of issued shares of Common
Stock, \$.01 par value, of the Corporation is hereby
changed by decreasing such number by three hundred
twenty-two thousand one hundred seventy-eight (322,178;
so that each issued share of Common Stock shall be
changed into one-thousandth of a share of Common

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Stock, all effective immediately.

Third. The Corporation shall not issue fractions of a share, but shall issue scrip certificates representing fractional interests of a share to those entitled thereto upon such terms and subject to such conditions as the Board of Directors deems appropriate.

Fourth. The capital of the Corporation shall not be reduced under or by reason of the foregoing amendment.

SECOND: That, thereafter, pursuant to resolutions of its Board of Directors, the resolutions were ratified and approved by unanimous consent of the stockholders of said Corporation pursuant to Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY has caused this Certificate to be signed by E. Tal Hatten, its Vice President and Treasurer, and attested to by Louise Martin, its Assistant Secretary, this 28th day of August, 1973.

REVERE SMELTING & REFINING CORPORATION
OF NEW JERSEY

By: E. Tal Hatten
E. Tal Hatten,
Vice President and Treasurer

ATTEST:

By: Louise Martin
Louise Martin
Assistant Secretary

843330015

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY", FILED IN THIS OFFICE ON THE NINTH DAY OF OCTOBER, A.D. 1987, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8195711

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DATE: 11-18-96

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FILED

OCT 09 1971

John F. [unclear] 9Am

AMENDED

CERTIFICATE OF INCORPORATION

OF

REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY

(Pursuant to Section 242 of the General
Corporation Law of the State of Delaware)

The undersigned, being, respectively, the Executive
Vice President, and Secretary, hereby certify as follows:

FIRST: The name of the corporation is Revere Smelting
& Refining Corporation of New Jersey.

SECOND: The Certificate of Incorporation was filed
with the Secretary of State on March 20, 1970, and was
amended with a Certificate filed with the Secretary of State
on December 1, 1971.

THIRD: The Certificate of Incorporation is amended
to effect the following amendment:

a. Paragraph eighth shall be amended to provide as
follows:

"EIGHTH: No director shall be personally liable to the
Corporation or any of its stockholders for monetary
damages for breach of fiduciary duty as a director,
except with respect to (i) a breach of the direc-
tor's duty of loyalty to the Corporation or its
stockholders, (ii) acts or omissions not in good
faith or which involve intentional misconduct or a
knowing violation of law, (iii) liability under
Section 174 of the General Corporation Law of
Delaware or as the same exists or hereafter may be
amended, (iv) a transaction from which the director
derived an improper personal benefit, it being the
intention of this sentence to eliminate the liabil-
ity of the Corporation's directors to the Corpora-
tion or its stockholders to the fullest extent
permitted by the General Corporation Law of Delaware,
as amended from time to time. Any repeal, amend-
ment or modification of the foregoing sentence by --
the stockholders of the Corporation shall be
prospective only and shall not adversely affect
any right, protection or limitation on the liabil-
ity of a director of the Corporation existing at
the time of such repeal, amendment or modification.

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Stock, all effective immediately.

Third. The Corporation shall not issue fractions of a share, but shall issue scrip certificates representing fractional interests of a share to those entitled thereto upon such terms and subject to such conditions as the Board of Directors deems appropriate.

Fourth. The capital of the Corporation shall not be reduced under or by reason of the foregoing amendment.

SECOND: That, thereafter, pursuant to resolutions of its Board of Directors, the resolutions were ratified and approved by unanimous consent of the stockholders of said Corporation pursuant to Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY has caused this Certificate to be signed by E. Tal Hatten, its Vice President and Treasurer, and attested to by Louise Martin, its Assistant Secretary, this 28th day of August, 1973.

REVERE SMELTING & REFINING CORPORATION
OF NEW JERSEY

By: E. Tal Hatten
E. Tal Hatten,
Vice President and Treasurer

ATTEST:

Louise Martin
Louise Martin
Assistant Secretary

843330018

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY", CHANGING ITS NAME FROM "REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY" TO "REVERE SMELTING & REFINING CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 1992, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0746715 8100

960334729

AUTHENTICATION: 8195710

DATE: 11-18-96

843330019

AMENDED
CERTIFICATE OF INCORPORATION
OF

REVERE SMELTING & REFINING CORPORATION OF NEW JERSEY

(Pursuant to Section 242 of the General
Corporation Law of the State of Delaware)

The undersigned, being, respectively, the President and Secretary, hereby certify as follows:

FIRST: The name of the corporation is Revere Smelting & Refining Corporation of New Jersey.

SECOND: The Certificate of Incorporation was filed with the Secretary of State on March 20, 1970, and was amended with Certificates filed with the Secretary of State on April 16, 1970, December 1, 1971, August 30, 1973 and October 10, 1987.

THIRD: The Certificate of Incorporation is amended to effect the following amendment:

a. Paragraph FIRST shall be amended to provide as follows:

"FIRST: The name of the Corporation is Revere Smelting & Refining Corporation."

FOURTH: The amended Certificate was authorized and adopted by the Board of Directors and by Consent of the Sole Stockholder of the Corporation.

IN WITNESS WHEREOF, we have hereunto signed our names and affirm that the statements made herein are true under the penalties of perjury this 23rd day of October, 1992.

REVERE SMELTING & REFINING
CORPORATION OF NEW JERSEY

By Howard B. Myers
Howard B. Myers,
Secretary

By Albert P. Lospinoso
Albert P. Lospinoso,
President